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FEB 6 '98

3-27 PM

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JEFFREY A. SMITH
ROBERT I. TOWNSEND, III

February 3, 1998

Dear Mr. Williams:

In accordance with 49 U.S.C. §11301, we submit herewith for recording with the Surface Transportation Board original counterparts of the document described below.

This document is a Memorandum of Chattel Mortgage and Security Agreement, a "primary document", dated as of February 2, 1998.

The names and addresses of the parties to the document are as follows:

MORTGAGOR: ORIX Proxima Corporation.
 c/o ORIX Corporation
 World Trade Center Building
 2-4-1 Hamamatsu-cho
 Minato-ku, Tokyo, Japan

MORTGAGEE: The Norinchukin Bank, New York Branch
 245 Park Avenue
 New York, New York 10167

The equipment covered by the document is as follows:

| Number of Units | General Description | AAR Symbol | Railroad's Road Numbers (both inclusive) |
|-----------------------|---------------------------------------|---------------|--|
| 27 | 6-axle diesel-electric locomotives | C-C | 9129-9155 |

The recordation fee of \$24.00 is enclosed. After recordation, please return the counterparts not needed by

the Board, stamped with the Board's recordation data, to the undersigned at the above address.

A short summary of the document for use in the index follows:

Memorandum of Chattel Mortgage and Security Agreement dated as of February 2, 1998, between ORIX Proxima Corporation, as mortgagor, and The Norinchukin Bank, New York Branch, as mortgagee, and covering 27 diesel-electric locomotives (numbered NS 9129-9155).

Please acknowledge receipt on the enclosed copy of this letter.

Very truly yours,



Elliot Karathanasis

(not yet admitted to the Bar)

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
1925 K Street, N.W.
Washington, DC 20423

Encl.

MEMORANDUM OF CHATTEL MORTGAGE AND SECURITY AGREEMENT dated as of February 2, 1998, ^{FEB 8, '98} 3-27 PM
between ORIX PROXIMA CORPORATION, a corporation organized under the laws of Japan (hereinafter called the **Borrower**), and THE NORINCHUKIN BANK, NEW YORK BRANCH (hereinafter called the **Security Agent**).

WHEREAS the Borrower and the Security Agent are entering into that certain Chattel Mortgage and Security Agreement dated as of the date hereof and supplements thereto, covering the railroad locomotives listed in Schedule A hereto.

IN WITNESS WHEREOF, the parties wish to show for the public record the mortgage of and security interest in the said locomotives in favor of the Security Agent, and accordingly have caused this memorandum to be executed by their officers thereunto duly authorized, as of the date first above written.

ORIX PROXIMA CORPORATION

by 

THE NORINCHUKIN BANK,
NEW YORK BRANCH

by 

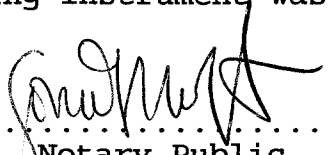
Ichiro Uchida
Joint General Manager

SCHEDULE A

| <u>Quantity</u> | <u>Description</u> | Norfolk Southern Railway Company <u>Road Numbers</u> |
|-----------------|---|--|
| 27 | General Electric model DASH 9-40CW diesel-electric locomotives | 9129 through 9155 |

STATE OF NEW YORK)
)
COUNTY OF NEW YORK) SS.:

On this 2d day of February, 1998, before me personally appeared Ichiro Uchida, to me personally known, who, by me being duly sworn, says that he is the Joint General Manager of THE NORINCHUKIN BANK, NEW YORK BRANCH, that the foregoing instrument was signed on behalf of said corporation by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

.....

Notary Public

My commission expires
Dec. 23, 1998

SONIA ROBERTSON
Notary Public, State of New York
No. 01RO5070588
Qualified in Kings County
Certificate Filed in New York County
Commission Expires Dec. 23, 1998

STATE OF NEW YORK)
) SS.:
COUNTY OF NEW YORK)

On this 3d day of February, 1998, before me personally appeared Shoji Misawa, to me personally known, who, by me being duly sworn, says that he is attorney-in-fact for ORIX PROXIMA CORPORATION, and that the foregoing instrument was signed on behalf of said corporation by authority of its board of directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

.....
Notary Public

My commission expires

Dec. 23, 1998

SONIA ROBERTSON
Notary Public, State of New York
No. 01RO5070588
Qualified in Kings County
Certificate Filed in New York County
Commission Expires Dec. 23, 1998